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*Proposed Local Counsel to the Official
Committee of Unsecured Creditors*

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Proposed Counsel to the Official Committee of Unsecured Creditors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

| | |
|--------------------------------------|----------------------------------|
| In re: | x |
| | : Chapter 11 |
| | : |
| CHINOS HOLDINGS, INC., et al. | : Case No. 20-32181 (KLP) |
| | : |
| Debtors.¹ | : (Jointly Administered) |
| | x |

**APPLICATION FOR ORDER PURSUANT TO 11 U.S.C. §§ 328 AND 1103, AND FED.
R. BANKR. P. 2014 AUTHORIZING AND APPROVING THE EMPLOYMENT AND
RETENTION OF PACHULSKI STANG ZIEHL & JONES LLP AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF MAY 14, 2020**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are Chinos Holdings, Inc. (3834); Chinos Intermediate Holdings A, Inc. (3301); Chinos Intermediate, Inc. (3871); Chinos Intermediate Holdings B, Inc. (3244); J. Crew Group, Inc. (4486); J. Crew Operating Corp. (0930); Grace Holmes, Inc. (1409); H.F.D. No. 55, Inc. (9438); J. Crew Inc. (6360); J. Crew International, Inc. (2712); J. Crew Virginia, Inc. (5626); Madewell Inc. (8609); J. Crew Brand Holdings, LLC (7625); J. Crew Brand Intermediate, LLC (3860); J. Crew Brand, LLC (1647); J. Crew Brand Corp. (1616); J. Crew Domestic Brand, LLC (8962); and J. Crew International Brand, LLC (7471). The Debtors' corporate headquarters and service address is 225 Liberty St., New York, NY 10281.

The Official Committee of Unsecured Creditors of Chinos Holdings, Inc., and its affiliated debtors and debtors in possession (the “Debtors”), hereby submits its application (the “Application”) for the entry of an order authorizing and approving the employment of Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”) as counsel to the Committee in connection with the Debtors’ chapter 11 cases (the “Cases”) effective as of May 14, 2020, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the “Local Rules”). In support of the relief sought in the Application, the Committee submits the (i) Declaration of Bradford J. Sandler, a partner of the Firm (the “Sandler Declaration”), attached hereto as Exhibit A and incorporated herein by reference, and (ii) the declaration of the Committee Co-Chair attached hereto as Exhibit B and incorporated herein by reference. In further support of the Application, the Committee respectfully states as follows:

Jurisdiction and Venue

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated July 10, 1984. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
2. The bases for the relief requested herein are sections 328 and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rules 2014-1 and 2016-1.
3. The Committee consents to the entry of a final order by this Court in connection with this Application to the extent that it is later determined that this Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

Background

4. On May 4, 2020 (the “Petition Date”), each of the Debtors commenced a case under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in the Cases.

5. On May 13, 2020, the United States Trustee for Region 4 (the “U.S. Trustee”) appointed the Committee to represent the interests of all unsecured creditors in these Cases pursuant to section 1102 of the Bankruptcy Code. The members appointed to the Committee are: (i) Simon Properties, Inc.; (ii) First Glory Limited; (iii) United Parcel Service, Inc.; (iv) Pan Pacific Co. Ltd.; and (v) Brookfield Property REIT, Inc. The *Notice of Appointment of Committee of Unsecured Creditors* [Docket No. 188] was filed on May 13, 2020.

6. On May 14, 2020, the Committee voted to retain PSZJ as its lead counsel, and subsequently voted to retain Hirschler Fleisher, P.C. (“Hirschler”) as its Virginia counsel, subject to Court approval. Although PSZJ and Hirschler will work closely together in providing services to the Committee, PSZJ and Hirschler will not perform duplicative services for the Committee.

7. The Firm has approximately 65 attorneys with a practice concentrated on corporate reorganizations, bankruptcy, litigation, and commercial matters. The Firm’s attorneys have extensive experience representing creditors’ committees, debtors, creditors, trustees and others in a wide variety of bankruptcy cases. Attorneys of the Firm have extensive experience representing creditors’ committees in complex chapter 11 cases throughout the country, including *Gymboree* (E.D. Va.), *Payless Holdings* (E.D. Mo.), *Bakers Footwear* (E.D. Mo.), *The Bon-Ton Stores* (D. Del.), *Ignite Restaurant Group* (S.D. Tex.), *Sports Authority* (D. Del.),

Western Convenience Stores (D. Colo.), *BCBG Max Azria* (S.D.N.Y.), *Anna's Linens*, (C.D. Cal.), and *Aéropostale* (S.D.N.Y.). Based on these facts, the Committee believes that the Firm is well-qualified to render the services as described below.

Relief Requested

8. By this Application, the Committee respectfully requests that the Court enter an order, substantially in the form annexed hereto as Exhibit C, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014, authorizing the Committee to employ and retain the Firm as its counsel in these Cases. The Committee seeks to retain the Firm effective as of May 14, 2020, because the Firm began providing services to the Committee as of such date. The Committee believes that such retention is appropriate in these Cases because the Committee required effective representation prior to such time as a retention application could be submitted to the Court due to the exigencies of these Cases, and the Firm has been providing services to the Committee since May 14, 2020.

Services to be Rendered

9. Subject to further order of this Court, the Firm is expected to render, among other services, the following services to the Committee:

- a. Assisting, advising and representing the Committee in its consultations with the Debtors regarding the administration of these Cases;
- b. Assisting, advising and representing the Committee with respect to the Debtors' retention of professionals and advisors with respect to the Debtors' business and these Cases;
- c. Assisting, advising and representing the Committee in analyzing the Debtors' assets and liabilities, investigating the extent and validity of liens and participating in and reviewing any proposed asset sales, any asset dispositions, financing arrangements and cash collateral stipulations or proceedings;

- d. Assisting, advising and representing the Committee in any manner relevant to reviewing and determining the Debtors' rights and obligations under leases and other executory contracts;
- e. Assisting, advising and representing the Committee in investigating the acts, conduct, assets, liabilities and financial condition of the Debtors, the Debtors' operations and the desirability of the continuance of any portion of those operations, and any other matters relevant to the Cases or to the formulation of a plan;
- f. Assisting, advising and representing the Committee in connection with any sale of the Debtors' assets;
- g. Assisting, advising and representing the Committee in its participation in the negotiation, formulation, or objection to any plan of liquidation or reorganization;
- h. Assisting, advising and representing the Committee in understanding its powers and its duties under the Bankruptcy Code and the Bankruptcy Rules and in performing other services as are in the interests of those represented by the Committee;
- i. Assisting, advising and representing the Committee in the evaluation of claims and on any litigation matters, including avoidance actions; and
- j. Providing such other services to the Committee as may be necessary in these Cases.

No Adverse Interest and Disclosure of Connections

10. The Committee believes that PSZJ does not hold or represent any interest that is adverse to the Committee and the Debtors' estates and does not hold or represent any interest adverse to and has no connection with the Committee, the Debtors, its creditors or any party in interest herein in the matters upon which PSZJ is to be retained, except as set forth in the Sandler Declaration.

11. Other than as set forth in the Sandler Declaration, neither PSZJ nor any of its attorneys has any connection with any party in interest, or their attorneys or accountants, in these Cases.

12. Except as provided for in the Sandler Declaration, to the best of the Committee's knowledge, neither PSZJ, nor any of its attorneys, holds or represents any interest adverse to the Committee or the Debtors' estates in the matters on which they are to be retained. The Committee submits that its proposed employment of PSZJ is in the best interests of the Committee and its members.

13. To the best of the Committee's knowledge, and except as disclosed in the Sandler Declaration, PSZJ has had no other prior connection with the Debtors, their creditors, or any other party in interest. Upon information and belief, PSZJ does not hold or represent any interest adverse to the Debtors' estates, the Committee, or the creditors the Committee represents in the matters upon which it has been and is to be engaged.

14. PSZJ represents creditors' committees in many other bankruptcy cases, the members of which (together with other creditors of such cases) may be creditors of the Debtors or members of the Committee. However, PSZJ will not represent any members of those committees with respect to any claims that they may have collectively or individually against the Debtors.

15. Similarly, PSZJ may represent, or may have represented, debtors, creditors' committees, or trustees in cases or proceedings against creditors of the Debtors that are unrelated to these Cases.

Professional Compensation

16. Subject to Court approval in accordance with section 330(a) of the Bankruptcy Code and any applicable orders of this Court, compensation will be payable to PSZJ on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by PSZJ. The current standard hourly rates for professionals and paralegals presently designated to represent the Committee are:

- | | | |
|-----|------------|---------------------------------|
| (a) | Partners | \$750.00 to \$1,495.00 per hour |
| (b) | Counsel | \$675.00 to \$1,125.00 per hour |
| (c) | Associates | \$625.00 to \$725.00 per hour |
| (d) | Paralegals | \$395.00 to \$425.00 per hour |

17. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Committee in connection with the matters described herein.

18. The hourly rates set forth above are PSZJ's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate PSZJ for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is PSZJ's policy to charge its clients in all areas of practice for all other out-of-pocket expenses incurred in connection with the client's case. The expenses charged to clients include, Court filing fees, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying and scanning charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by PSZJ to outside copying services for use in mass mailings, travel expenses, expenses for working meals, computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. PSZJ will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to PSZJ's other clients. PSZJ believes that it is more appropriate to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

Notice

19. Notice of this Application has been provided to all necessary parties in accordance with the *Order Establishing Certain Notice, Case Management and Administrative*

Procedures entered by this Court on May 5, 2020 [Docket No. 109]. The Committee believes that no further notice is required under the circumstances.

Waiver of Memorandum of Points and Authorities

20. As this Application sets forth the relevant law and authority in support of the relief sought herein, the Committee respectfully requests that this Court treat this Application as a written memorandum of points and authorities and waive any requirement that a memorandum of law be filed as described in Local Rule 9013-1(G).

No Prior Request

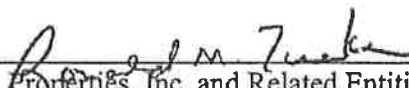
21. No previous application for the relief requested herein has been made to this or any other court.

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WHEREFORE, the Committee respectfully requests entry of an order substantially in the form attached hereto as Exhibit C, authorizing the Committee to employ and retain PSZJ as counsel, effective as of May 14, 2020 and granting such other and further relief as is just and proper.

Dated: June 4, 2020

**THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF CHINOS
HOLDINGS, INC., *et al.***



Simon Properties, Inc. and Related Entities
By: Ronald Tucker

Solely in its capacity as Co-Chair of the Official
Committee of Unsecured Creditors of Chinos
Holdings, Inc., *et al.*, and not in any other capacity

First Glory Limited
By: Steffi Chan

Solely in its capacity as Co-Chair of the Official
Committee of Unsecured Creditors of Chinos
Holdings, Inc., *et al.*, and not in any other capacity

Submitted by:

/s/ Robert S. Westermann
Counsel

Robert S. Westermann (VSB No. 43294)
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Richmond, Virginia 23223
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Email: rwestermann@hf-law.com

*Proposed Local Counsel to the Official
Committee of Unsecured Creditors*

WHEREFORE, the Committee respectfully requests entry of an order substantially in the form attached hereto as Exhibit C, authorizing the Committee to employ and retain PSZJ as counsel, effective as of May 14, 2020 and granting such other and further relief as is just and proper.

Dated: June 4, 2020

**THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF CHINOS
HOLDINGS, INC., *et al.***

Simon Properties, Inc. and Related Entities
By: Ronald Tucker

Solely in its capacity as Co-Chair of the Official
Committee of Unsecured Creditors of Chinos
Holdings, Inc., *et al.*, and not in any other capacity



First Glory Limited
By: Steffi Chan

Solely in its capacity as Co-Chair of the Official
Committee of Unsecured Creditors of Chinos
Holdings, Inc., *et al.*, and not in any other capacity

Submitted by:

/s/ Robert S. Westermann
Counsel

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Facsimile: (804) 644-0957
Email: rwestermann@hf-law.com

*Proposed Local Counsel to the Official
Committee of Unsecured Creditors*

CERTIFICATE OF SERVICE

I hereby certify that on June 4, 2020, the foregoing Application was filed using the Court's CM/ECF System, which served the Application on all registered ECF participants who have appeared in this case.

/s/Robert S. Westermann
Robert S. Westermann

EXHIBIT A

Declaration of Bradford J. Sandler

Robert J. Feinstein, Esq. (admitted *pro hac vice*)
Bradford J. Sandler, Esq. (admitted *pro hac vice*)
Shirley S. Cho, Esq. (admitted *pro hac vice*)
PACHULSKI STANG ZIEHL & JONES LLP
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Email: dgrassgreen@pszjlaw.com

Proposed Counsel to the Official Committee of Unsecured Creditors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

| | |
|--------------------------------------|----------------------------------|
| In re: | x |
| | : Chapter 11 |
| | : |
| CHINOS HOLDINGS, INC., et al. | : Case No. 20-32181 (KLP) |
| | : |
| Debtors.¹ | : (Jointly Administered) |
| | x |

**DECLARATION OF BRADFORD J. SANDLER IN SUPPORT OF APPLICATION FOR
ORDER PURSUANT TO 11 U.S.C. §§ 328 AND 1103 AND FED. R. BANKR. P. 2014
AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF
PACHULSKI STANG ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF MAY 14, 2020**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are Chinos Holdings, Inc. (3834); Chinos Intermediate Holdings A, Inc. (3301); Chinos Intermediate, Inc. (3871); Chinos Intermediate Holdings B, Inc. (3244); J. Crew Group, Inc. (4486); J. Crew Operating Corp. (0930); Grace Holmes, Inc. (1409); H.F.D. No. 55, Inc. (9438); J. Crew Inc. (6360); J. Crew International, Inc. (2712); J. Crew Virginia, Inc. (5626); Madewell Inc. (8609); J. Crew Brand Holdings, LLC (7625); J. Crew Brand Intermediate, LLC (3860); J. Crew Brand, LLC (1647); J. Crew Brand Corp. (1616); J. Crew Domestic Brand, LLC (8962); and J. Crew International Brand, LLC (7471). The Debtors' corporate headquarters and service address is 225 Liberty St., New York, NY 10281.

I, BRADFORD J. SANDLER, declare under penalty of perjury as follows:

1. I am a partner in the firm of Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”), with offices located at 780 Third Avenue, 34th Floor, New York, NY 10017, and have been duly admitted to practice law in the states of Pennsylvania, New Jersey, Delaware, and New York. I am authorized to submit this declaration (the “Declaration”) in support of the *Application for Order Pursuant to 11 U.S.C §§ 328 and 1103 and Fed. R. Bankr. P. 2014 Authorizing and Approving the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of May 14, 2020* (the “Application”).²

2. Neither I, the Firm, nor any partner, of counsel, or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors, or any other parties in interest herein, their respective attorneys and accountants, the U.S. Trustee, or any person employed in the office of the U.S. Trustee, except as set forth herein.

Disclosure of Connections

3. Section 1103(b) of the Bankruptcy Code does not incorporate the general “disinterestedness” standard of section 327(a) of the Bankruptcy Code. However, Bankruptcy Rule 2014 requires that an application for employment under section 1103 disclose all connections with the Debtors, the estates, the professionals, and the U.S. Trustee. The Firm, therefore, discloses its known connections herein.

4. The Firm has made the following investigation of disinterestedness prior to submitting this Declaration. The Firm has undertaken a full and thorough review of its computer database, which contains the names of clients and other parties interested in particular matters. The Firm requires all of its professionals, before accepting the representation of a new

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

client, or the representation of an existing client in a new matter, to perform a conflicts check through the Firm's database and to enter conflict information regarding new clients or new matters into that database. Thus, a review of said computerized database should reveal any and all actual or potential conflicts of interest with respect to any given representation. In particular, an employee of the Firm, under my supervision, entered the names of creditors and parties in interest provided by the Debtors, attached hereto as Schedule 1, in the Firm's database with respect to the Firm's conflict check in these Cases.

5. Based on the results of the Firm's search of its database, it appears that PSZJ does not hold or represent any interest adverse to and has no connection with the Debtors herein, their creditors, the U.S. Trustee or any party in interest herein in the matters upon which PSZJ is to be retained. In an abundance of caution, PSZJ discloses the following connections to these cases:

a. The Firm represents Sixth Street Partners (f/k/a TPG Sixth Street Partners) in matters wholly unrelated to these cases. Sixth Street Partners is a former affiliate of TPG Capital, but is not now related to TPG Capital. The Firm has not represented TPG Capital in the past, will not represent TPG Capital in these cases, and can be adverse to TPG Capital in these cases.

b. The Firm is debtor's counsel to Highland Capital Management, L.P. ("HCM") in its currently pending chapter 11 case in the United States Bankruptcy Court for the District of Delaware, which is wholly unrelated to these cases. The Firm understands that certain affiliates of HCM are former term loan lenders to J. Crew, but are not current term loan lenders of J. Crew. The Firm has not and will not represent HCM or its affiliates in connection with any matters associated with the Debtors.

6. PSZJ and its attorneys may represent and, in the future, will likely represent creditors and other parties in interest of the Debtors in connection with matters wholly unrelated to the Debtors and these Cases. At this time, the Firm is not aware of any such representations other than as set forth above. If the Firm identifies any further such representations, the Firm shall make further disclosures as may be appropriate at that time.

7. Further, PSZJ represented, represents, and, in the future, will likely represent many committees in matters wholly unrelated to the Debtors and these Cases, whose members may be creditors and/or committee members in these Cases. The Firm, however, is not representing any of those entities in these Cases.

8. The Firm has represented, represents, and, in the future, will likely represent debtors, creditors' committees, and other parties in cases unrelated to the Debtors and these Cases wherein one or more of the firms or professionals involved in these cases representing the Debtors or other parties-in-interest serve as or will serve as professionals in those other cases.

9. The Firm has represented the following creditor committees before this Court: *Gymboree*, *Circuit City Stores Inc.*, *AMF Bowling Worldwide*, *Movie Gallery Inc.* (I and II), and *S&K Famous Brands, Inc.*

10. To the extent applicable, PSZJ is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code in that the Firm, its partners, of counsel, and associates:

- (a) are not creditors, equity security holders or insiders of the Debtors;
- (b) are not and were not, within two (2) years before the Petition Date, a director, officer, or employee of the Debtors; and

(c) do not have an interest materially adverse to the interests of the Debtors' estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason, except as disclosed herein.

Compensation

11. The Firm has received no retainer from the Debtors or the Committee, nor has the Firm received any payment or promise of payment, during the one-year period prior to the Petition Date on this engagement. No compensation has been paid or promised to be paid from a source other than the Debtors' estate in these Cases on this engagement. No promises have been received by the Firm nor by any partners, of counsel or associates thereof as to compensation in connection with these Cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these Cases, except among the partners, of counsel, and associates of the Firm. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by the Firm in its representation of the Committee.

12. Subject to Court approval in accordance with section 330(a) of the Bankruptcy Code and any applicable orders of this Court, compensation will be payable to PSZJ on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by PSZJ. The current standard hourly rates for professionals and paralegals presently designated to represent the Committee are:

- | | | |
|-----|------------|---------------------------------|
| (a) | Partners | \$750.00 to \$1,495.00 per hour |
| (b) | Counsel | \$675.00 to \$1,125.00 per hour |
| (c) | Associates | \$625.00 to \$725.00 per hour |

(d) Paralegals \$395.00 to \$425.00 per hour

13. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature, which are subject to adjustment from time to time. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. These rates are subject to periodic adjustments to reflect economic and other conditions. It is the Firm's policy to charge its clients in all areas of practice for all other out-of-pocket expenses incurred in connection with the client's case. The expenses charged to clients include, Court filing fees, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying and scanning charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for working meals, computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients and in accordance with the guidelines set forth in Local Rule 2014-1, and all amendments and supplemental standing orders of the Court. The Firm believes that it is more appropriate to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

14. Subject to Court approval, the Committee may seek to retain various professionals during the pendency of these Cases. PSZJ intends to work closely with all professionals retained by the Committee to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estate.

Attorney Statement Pursuant to Fee Guidelines

15. The Firm provides the following responses to the questions set forth in Part D of the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the “Revised UST Guidelines”):

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed post-petition, explain the difference and the reasons for the difference.

Response: Not applicable.

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: As proposed Committee counsel, the budget set forth for Committee professionals is established by the Debtors’ DIP financing budget as set forth in the *Motion of Debtors for Entry of Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Secured Parties, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (vii) Granting Related Relief* [Docket No. 31] (the “DIP Motion”), as may be approved by this Court, which negotiations are still in process between the Debtors and the Committee. PSZJ will agree to the terms of any Order set forth by this Court in the DIP Motion for Committee professionals.

16. PSZJ intends to make a reasonable effort to comply with the UST's requests for information and additional disclosures as set forth in the Revised UST Guidelines, both in connection with the Application and the interim and final fee applications to be filed by PSZJ in these chapter 11 cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: June 4, 2020

/s/ Bradford J. Sandler

Bradford J. Sandler

Schedule 1

Debtors

Chinos Holdings, Inc.
Chinos Intermediate Holdings A, Inc.
Chinos Intermediate, Inc.
Chinos Intermediate Holdings B, Inc.
J. Crew Group, Inc. or J. Crew Group, Inc.
J. Crew Operating Corp.
Grace Holmes, Inc.
H.F.D. No. 55, Inc.
J. Crew Inc.
J. Crew International, Inc.
J. Crew Virginia, Inc.
Madewell Inc.
J. Crew Brand Holdings, Inc.
J. Crew Brand Intermediate, LLC
J. Crew Brand, LLC
J. Crew Brand Corp.
J. Crew Domestic Brand, LLC
J. Crew International Brand, LLC

Debtors' Trade Names and Aliases (up to 8 Years)

C&W Outlet, Inc.
Crewcuts
ERL, Inc.
J. Crew
J. Crew Factory
J. Crew Factory Stores
J. Crew International Cayman Limited
J. Crew Mercantile
J. Crew Retail
J. Crew Retail Stores
J. Crew Retail
J. Crew® brands
Madewell Retail Stores
Madewell® brands
Madewell Retail

Non-Debtor Affiliates and Subsidiaries

Branch Office of J. Crew Global Holdings B, LLC in HCMC
J. Crew Apparel Trading (Shenzhen) Company Limited
J. Crew Asia Limited
J. Crew Canada Inc.
J. Crew Cayman Limited
J. Crew Commercial Trading Company (Shanghai) Limited
J. Crew France SAS
J. Crew Global Holdings A, LLC

J. Crew Global Holdings B, LLC
J. Crew Global Holdings Bermuda LP
J. Crew Global Holdings Bermuda LP
J. Crew Holdings A, LLC
J. Crew Holdings B, LLC
J. Crew Hong Kong Limited
J. Crew Hong Kong Services, Limited
J. Crew Japan Ltd.
J. Crew Netherland Cooperatief U.A.
J. Crew Netherlands C.V.
J. Crew NL B.V.
J. Crew Sourcing Asia, Limited
J. Crew U.K. Limited
Madewell Brand Holdings, LLC
Madewell Brand LLC
Madwell Cayman Limited
Representative Office of J. Crew Global Holdings B, LLC in HCMC

Bank Accounts

Bank of America Merrill Lynch
Bank of America, N.A.
Capital One
Chase Bank
HSBC Bank
JPMorgan Chase Bank, N.A.
Key Bank
PNC Bank
TD Bank
US Bank National Association
Wells Fargo Bank, N.A.

Bankruptcy Judges and Staff for Eastern District of Virginia –Richmond Division Bankruptcy Court

Chief Judge Frank J. Santoro
Honorable Kevin R. Huennekens
Honorable Brian Kenney
Honorable Keith L. Phillips
Honorable Klinette H. Kindred
Honorable Stephen C. St. John
William C. Redden, Clerk of Court

Bondholders/Noteholders/ Indenture Trustees

Anchorage Capital Group, L.L.C.
Angelo Gordon
Antora Peak Capital, LLC
Citadel Advisors, on behalf of Citadel Equity Fund Ltd.

Davidson Kempner Capital Management LP, on behalf of certain of its affiliated investment funds

FS Global Advisor, LLC, on behalf of FS Global Credit Opportunities Fund

FS Global Credit Opportunities Fund

GSO Capital Partners LP

LibreMax Capital, LLC

U.S. Bank National Association

Contract Counterparties

Aetna Inc. ("Aetna")

American Express

Anthem, Inc. ("Anthem")

Automatic Data Processing, Inc. ("ADP")

Blue Cross Blue Shield Association

CVS Caremark

Depository Trust Company

Discover

Express Scripts Inc.

MasterCard

Metlife, Inc. / Metropolitan Life Insurance Company

PayPal

Prudential Insurance Company of America

Visa

VSP Global / VSP Vision Care

WageWorks

Current Officers and Directors

Current Officers

Harley Traven

Jan Singer

Jeremy Brooks

Libby Wadle

Lisa Greenwald

Lynda Markoe

Maria Di Lorenzo

Michael Nicholson

Vincent Zanna

Neal Goldman

Current Officer – Affiliations

ANN, Inc.

Club Monaco

Kate Spade & Company.

Nike, Inc.

Spanx, Inc.

Victoria's Secret Lingerie at L Brands, Inc.

Current Directors

Chad Leat

Jack Weingart

James Coulter

Jonathan D. Sokoloff

Michael Solomon

Richard Feintuch

Seth Farbman

Neal Goldman

D.J. "Jan" Baker

Current Directors – Affiliations

Advantage Solutions, Inc.

Arrow Group Industries

AT&T Wireless

Authentic Brands Group

BAWAG P.S.K

Big 5 Sporting Goods

BJ's Wholesale Club

Calvin Klein

Carr-Gottstein Foods Co.

Chanel

Chobani

Cirque du Soleil

Citigroup, Inc.

Container Store Group, Inc.(the)

Creative Artists Agency

Dashlane, Inc.

David's Bridal

Diamond Triumph Auto Glass

Dollar Financial Group, Inc.

Evolution Media Growth Partners, LLC

Gap, Inc.

Global Indemnity PLC

Goldman, Sachs & Co.

Hamburg Commercial Bank

IMS Health Inc.

Jetro Cash & Carry Inc.

Jo-Ann Stores Inc.

Kate Spade & Company.

Latham & Watkins LLP

Leonard Green & Partners, L.P.

MC Sporting Goods

Neiman Marcus Group, Inc. (the)

Nike, Inc.

Ogilvy & Mather

Pace Holdings Corp.

Paceline Holdings Corp., (a TPG affiliate)

PDC Brands

Petco Animal Supplies, Inc.

PGT Innovations, Inc.

Philz Coffee, Inc.

Phoenix Scientific, Inc.
Prada
Prospect Medical Holdings, Inc.
Pure International
Reebok
Rite Aid
Rival Manufacturing Co.
Rodan + Fields, LLC
Shake Shack, Inc.
Signet Jewelers Limited
Spanx, Inc.
Spotify, Inc.
The Brickman Group
The Rise Fund
The Tire Rack
Thrifty PayLess Holdings
Topshop/Top Man Limited
Tourneau
TPG Capital
TPG Funding
TPG Global
TPG Pace Holdings Corp.
Tuboscope
Union Square Hospitality Group
Vans
Varsity Brands
Verizon Wireless
Victoria's Secret Lingerie at L Brands, Inc.
White Cap Industries
Whole Foods Market

Debtors' Professionals

AlixPartners
Hilco Real Estate LLC
Hunton Andrews Kurth LLP
KPMG LLP
Lazard
Omni Agent Solutions
Quinn Emanuel Urquhart & Sullivan LLP
Weil, Gotshal & Manges LLP

Former Officers and Directors

Former Directors

Carrie Wheeler
Jim Brett
John Danhaki
Millard Drexler
Stephen Squeri

Former Officers

Aaron Rose

Adam Brotman
Jim Brett

Insurance/Insurance Provider/Surety Bonds

ACE
ACE - Huatai Property & Casualty
AIG
Allianz
Allianz Global Corporate & Specialty
Allianz Global Risk US Insurance Company
AON
Argo Group US, Inc.
Argonaut Insurance Company
AXA X.L. America, Inc.
Axis Insurance Company
Beazley Insurance Company, Inc.
Berkley Insurance Company
C.N.A.
C.V. Starr
Canopus Insurance Services
Chubb Group of Insurance Companies
CNA Financial Insurance
Continental Casualty Company
Endurance American Insurance Company
Evanston Insurance Company
Freedom Specialty Insurance Company
Great American Spirit Ins. Company
Hiscox Insurance Company Inc.
Hudson Insurance Company
Illinois National Insurance Company
Illinois National Insurance Company (AIG)
Ironshore Indemnity Inc.
Ironshore Insurance Services, LLC
Ironshore Specialty Insurance Co.
Liberty Insurance Corporation
Liberty Insurance Underwriters Inc.
Markel American Insurance Company
National Casualty Company
National Union Fire Insurance Company of Pittsburgh, Pa.
Nationwide
Philadelphia Indemnity Insurance Company
QBE Insurance Corporation
Roanoke Insurance Group Inc.
RSUI Indemnity Company
Safety National (Tokio Marine & Nichido Fire Insurance Co., Ltd.)
Safety National Casualty Corporation
SOMPO International
State National Insurance Company, Inc.
U.S. Specialty (HCC)
US Commercial Management Liability

Westchester Fire Insurance Company
Western World Insurance Company
Willis Towers Watson
XL Catlin
XL Specialty Insurance Company
Zurich American Insurance Company

Landlords and Parties to Leases

1040 Madison Inc.
1200 Tenant Corp
1237 ½ Wisconsin Avenue
126 Greenwich Associates
1448 Webward Avenue LLC
1618 14th Street NW, LLC
1716 Walnut Street LP
1919 14th St LLC
23 Cobb Island Drive LLC
234 W LLC
237 West Broadway Company LLC
264 King Street LLC
30 East 85th Street Company
3700 McKinney Ltd
4645 Fashion Valley Mall
4666 Shopping Center Associate
4674 South Hills Village
4676 Westchester Mall LLC
4692 Spg Center LLC
4693 Shops as St Johns LLC
49 East 49th Street Corporation
4919 Mayflower Cape Cod LLC
4923 Mall at Northshore LLC
50 Hudson LLC
55 Water LLC
730 Corporation
7607 Woodland Hills Mall LLC
900 North Michigan LLC
932 N Rush LLC
A/R Retail LLC
Abq Uptown LLC
Acadia Realty Ltd. Partnership
Acadia Realty Trust
Aeonian Partners LP
Ahc Washtenaw LLC
Air Retail LLC
Ala Moana Center Association
Albina Management Company
AMB Property
Ambassador Crossing LLC
American Assets Trust LP
Amerishop Suburban LP
AP Edgehill Village LLC
AP Newbury Street Reit LLC

Ararat Springs Inc.
Arden Fair Associates LP
Aronov Realty
Arundel Mills Ltd. Partnership
Asheville Retail Associates LLC
Atlanta Outlet Shoppes LLC
Atlantic City Associates #2 S1
Aventura Mall Venture
Bayer Properties
Bedrock
Bellevue Square Association, Inc.
Benderson Development Co. Inc.
Bentall Kennedy (U.S.) L.P.
BF Wichita, LLC
BJW Realty LLC
Blatteis Realty
BNY Mellon
Boston Properties Limited
Bow Street Realty LLC
Bowman Mtp Center LLC
BPP East Union LLC
Bradley Real Estate
Braintree Property Associates
Bre Retail Residual Owner 1 LLC
Brixmor Property Group
Broadway at York Square
Brookfield Property REIT, Inc.
BV Centercal LLC
Cadillac Fairview Corp. Ltd.
CalPERS
Cambridgeside Partners LLC
Carolina Premium Outlets LLC
Caruso Affiliated Holdings
Causeway LLC
CB Richard Ellis Investors
CBL & Associates Ltd. Partnership
CBL & Associates Properties Inc.
CBL Shops at Friendly LLC
CenterCal Properties
Centro Properties Group
Century City Mall LLC
CH Reality VII/R Nova Promenade
Charlotte Outlets LLC
Charlottesville Fashion Square
Chelsea Pocono Finance LLC
Chicago Premium Outlets
Chino Dunhill Investors LLC
CJ Segerstrom & Sons
Clarksburg Premium Outlets
CLPF CC Pavilion LP
Coconut Point Town Center LLC
Colorado Mills Mall Limited

Columbus Outlets LLC
Copley Place Associates LLC
Coroc/Hilton Head I LLC
Corte Madera Village LLC
Country Club Plaza KC Partners
CPBP VII Associates LP
Cpt Louisville I LLC
Craig Realty Group
Crawfish LLC
Crestview Hills Town Center, LLC
Crown American Realty Trust
CVM Associates Ltd. Partnership
Dartmouth College
David Adam Realty, Inc.
DDR Corp
Del Amo Fashion Center Operating
Delshah Gansevoort 69, LLC
Developers Diversified
Developers Diversified Realty. (DDR Corp.)
Development Diversified Realty Corp.
Dolorita F Wallas Trust Uw
DTZ
Duke Realty
Dunhill Partners, Inc.
East Banc
East Hampton 14 Main Street LLC
Easton Town Center II LLC
Eastview Mall LLC
Edens Limited Partnership
Edward Moore
Elm Street Realty Associates
Emporium Mall LLC
Exeter Holdings LLC
Factory Reit LLC
Fairfax Co of Virginia LLC, commonly known
as Fair Oaks Mall
Fashion Centre Mall LLC
Fashion Outlets at Foxwoods LLC
Federal Realty Investment Trust
Federation Limited
Feil
First Industrial Realty Trust
Forbes Cohen Florida Properties
Forbes Taubman Orlando LLC
Forest City Enterprises Inc.
Four State Properties LLC
FR Westgate Mall LLC
Frit San Jose Town & Country
Fritz Farm Retail Company LLC
FSH Associates LP
Galleria Mall Investors LP
Gargen Commercial Properties

Gateway Knollwood LLC
Gateway Square LLC
Gateway Woodside Inc.
General Growth Properties (GGP)
GFM LLC
GGP CPP Plaza Frontenac LLC
Gilroy Premium Outlets LLC
Glimcher Realty Trust
GPT Longmeadow LLC
Grand Prairie Premium Outlets
Grapevine Mills Mall Limited
Green Hills Mall TRG LLC, commonly known
as The Mall at Green Hills
Grove City Factory Shops LP
Grove Property Fund
Gulf Coast Factory Shops
Gulfport Factory Shops
Hamilton Place Mall General
Harbor East Management Group
Harbor East Parcel D Retail 2
Hartleywood Holdings Ltd
Haywood Mall
Heitman Capital Management LLC
Help II LLC
HG Galleria LLC
Hgreit II Edmonson Road LLC
Highland Village Limited Partnership
Highwoods Properties
Hilldale Shopping Center LLC
HOC Partners I LLC
Honeydo Family LLC
Horizon
Howard Hughes
HRC Corporation
HSA Commercial Real Estate
IMI Colorado Springs LLC
IMI Grand Prairie LLC
IMI MSW LLC
ISBI Susquehanna LLC
Ivanhoe Cambridge
Jamestown Commercial Management
Jamestown PCM Master Tenant LP
Jamestown Premier Berkeley
Jemals Atlantic LLC
Jenel Management Corp.
Jersey Shore Premium Outlets
Jones Lang LaSalle
JPPF DC Holding Reit Inc.
Keener Management, Inc.
Keil Sonoma Corporation
Keystone Floriday Property
Kierland Commons Investment LLC

Kimco Realty Corp
Kimco Realty Corporation
Kimco Realty Group
King of Prussia Associates, c/o Kravco Simon Company
Kite Realty Group
Kittery Premium Outlets LLC
KMO-361 Manhasset LLC
Kravco
KRE Colonie Owner LLC
KRG Rivers Edge LLC
La Cantera Retail Ltd. Partners
Lahan Capital Group LLC
Lake & Ashland LLC
Las Vegas North Outlets LLC
LaSalle Investment Management
LaSalle Partners Inc.
Lebcon Associates Ltd
Leeds Retail Center LLC
Legacy Place Properties LLC
Legacy West Investors LP
Liberty Place Retail Associates
Lighthouse Place Premium Outlets
Little Rock Development Co. LLC
Livermore Premium Outlets LLC
Louisville Outlet Shoppes LLC
LRC Northway Mall Acquisitions LLC
Macerich
Macerich HHF Broadway Plaza LLC
Madison Marquette
Mall at Concord Mills Limited
Mall at Katy Mills LP
Mall at Potomac Mills LLC
Mall at Summit LLC
Market Street Retail South LLC
Mayfair
McKay Investment Company, LLC
MCP English Village LLC
Mept Edgemont Operating LP
Merrick Park LLC
Merrimack Premium Outlets
Metropolitan Transportation Authority (New York, NY)
Mid-South Outlet Holdings LLC
Midway CC Venture I LP
Midway Management
Mills - SPG
Mills Corporation
Milpitas Mills Limited Partner
Miromar Outlet West LLC
MOAC Mall Holdings LLC
Montgomery Mall Owner LLC

MPH Pacific Place LP
Ned Little Rock LLC
New England Development
New Plan Excel Realty Trust
North 6th Street Dry Goods LLC
North 6th Street Realty LLC
North American Properties
NorthPark Development Company
NorthPark Merchants Assoc.
Northpark Partners, LP
Northwest Atlantic
Northwood PL A, L.P.
O.V.P. Management, Inc.
Oak Brook Urban Venture LP
OCF Holdings LLC
O'Connor Property Management
OK City Outlets LLC
Old Orchard Urban Limited
Olshan Properties
Omaha Outlets SPE, LLC
Ontario Mills LP
Opry Mills Mall LP
Outlet Mall of Savannah LLC
Outlets at Traverse Mountain
Pacific Premier Retail Trust
Pagosa Partners II, Ltd.
Palm Beach Outlets I LLC
Palmer Square Ltd. Partnership
Palmer Square Management
Pembroke Square Associates LLC
Penn Ross Joint Venture
Penn Square Mall Ltd. Partnership
Peoria New Mall LLC
Perimeter Mall LLC
PES Partners LLC
Petra Properties LLC
Philadelphia Premium Outlets
Phoenix Premium Outlets LLC
Pioneer Property Partners
Pittsford Plaza SPE LLC
Plaza Las Américas, Inc, Empresas Fonalledas, Inc.
Pleasant Prairie Premium Outlets
PPSA LLC
PR Woodland Ltd. Partnership
PREIT Associates LP
PREIT Services, LLC, as agent for Cherry Hill Center, LLC
PREIT Services, LLC, as agent for WG Park, L.P.,
Premium Outlets Partners LP
Prime Retail

Principal Life Insurance Co
PRISA LHC LLC
Prologis
Pyramid Walden Company LP
R.D. Management Corp.
RCPI Landmark Properties L.L.C.
RED Development
Regency Centers
Related
Renaissance at Colony Park LLC
Retail Properties of America
Retail Value Investment Program
Riggs Associates LLC
Riverside Square Ltd. Partnership
Rosedale Center
Roseville Fountains LP
Round Rock Premium Outlets LLC
Rouse Properties, Inc.
Rouse Providence LLC
Route 35 Shrewsbury Limited
RPAI Southwest Management LLC
RPAI US Management LLC
RPL Fig Garden LP
RREEF
S.R. Weiner & Associates
SA Galleria IV LP
Saint Louis Galleria LLC
San Marcos Premium Outlets LP
Santo Del Sur, LLC
Saul Holdings Ltd. Partnership
Sawgrass Mills Phase II LP
SCG City Centre One LLC
Scottsdale Fashion Square
Segerstrom family
Settlers R1 Inc.
Seven Hundred Realty Corp
Sherman Oaks Fassion Assoc LP
Shops at Mission Viejo LLC
Shops at Summerlin North LP
Short Hills Associates LLC, commonly known
as The Mall at Short Hills
Short Pump Town Center LLC
Silver Sand GL I LLC Mall
Simon – SPG
Simon Preit Gloucester
Simon Property Group, Inc. and affiliates,
Simon Property Group. (SPG)
Somerset Collection Limited
Sony Corporation
South Coast Plaza
Southdale Center LLC
St Johns Town Center 2

St Louis Premium Outlets
Stanberry Development, LLC
Star West Franklin Park Mall
Stark Enterprises
Starwood Heller
Steiner & Associates
Stoneridge Properties LLC
Street Retail Inc.
Street Retail West 3 LP
STRS L3 ACQ1, LLC
Super Regional Malls Operating
T Westbrook Center LLC
Tampa Premium Outlets LLC
Tampa Westshore Associates Limited
Partnership, commonly known as International
Plaza,
Tanger National Harbor LLC
Tanger Outlet Centers
Tanger Properties Limited
Taubman
TB Mall at UTC LLC
T-C Forum at Carlsbad LLC
TCB Mayfair I LLC
Templeton Doc Limited Partnership
The Americana at Brand LLC
The Cafaro Co.
The Cordish Co.
The Domain Mall LLC
The Fountains at Farah, LP
The Greene Town Center LLC
The Inland Real Estate Group of Cos.
The Macerich Co.
The Peterson Companies
The Pyramid Companies
The Retail Property Trust
The Richard E. Jacobs Group Inc.
The Roseville Fountains, L.P.
The Rouse Co.
The Shops at Saddle Creek Inc.
The Simpson Organization, Inc.
Thruway Shopping Center LLC
TIAA-CREF
Times Square Limited
Tishman Speyer
TM Macarthur Center LP
T-O Ventures LLC
TPF Equity Reit Operating
Trademark
Triple Five Group
TSG Cherterfield Lifestyle LLCTSO Vero
Beach LP
TSO Warehouse Row Property Own

Tucson Premium Outlets LLC
Turnberry Associates
Twin Cities Outlets Eagan LLC
TWMB Associates LLC
Tysons Corner LLC
Unibail-Rodamco-Westfield
Unico Partners I Reit LLC
University Park Mall LLC
University Village LP
UPI 1505 Fifth LLC
UPV Center LP
Urban Edge Properties
US-P-G Portfolio Five, LLC
UTC Venture LLC
Utica Square Shopping Center, Inc.
Valley Fair UTC LLC
Vanderbilt MPD Corp.
Vornado Realty LP
Vornado Realty Trust
W/S/M Hingham Properties, LLC
Walton Foothills Holdings VI, L.L.C.
Walton Street Real Estate Funds
Washington Prime Group
Waterloo Premium Outlets LLC
Waterside Shops LLC
Weingarten Realty
WellsPark Group, Inc.
West Clayton Athens GA Owner, LLC
West Farms Mall LLC, commonly known as
Westfarms
Westcor Partners
Westfield Corporation
Westfield Group
Westfield Topanga Owner LLC
Westland Garden State Plaza
Westmont Realty Partners
WFP Retail Co. LP
Wilmorite
Wilson Canal Place II LLC
Windham Management Company
Wisconsin Dells Outlet Fee LLC
W-LD Legends Holding VII LLC
Woodburn Premium Outlets LLC
WP Glimcher Inc.
WRGUSA Vero Manager, LLC
WS Asset Mgmt.
W-S Peak Canton Properties LLC
WS Tice's Corner Marketplace
WSM Hingham Properties LLC
Yale University

Term Loan Lenders

Acme Holdco Leveraged Solutions LLC
Adams Mill CLO Ltd
American Air Liquide Holdings Inc.
Anchorage Capital CLO 11 LTD
Anchorage Capital CLO 13 LTD
Anchorage Capital CLO 14 LTD
Anchorage Capital CLO 1R LTD
Anchorage Capital CLO 2013 1 LTD
Anchorage Capital CLO 2018 10 LTD
Anchorage Capital CLO 3R LTD
Anchorage Capital CLO 4R LTD
Anchorage Capital CLO 5R LTD
Anchorage Capital CLO 6 LTD
Anchorage Capital CLO 7 LTD
Anchorage Capital CLO 8 LTD
Anchorage Capital CLO 9 LTD
Anchorage Capital Master Offshore Ltd
Anchorage Credit Funding 1 LTD
Anchorage Credit Funding 10 LTD
Anchorage Credit Funding 2 LTD
Anchorage Credit Funding 3 LTD
Anchorage Credit Funding 4 LTD
Anchorage Credit Funding 5 LTD
Anchorage Credit Funding 6 LTD
Anchorage Credit Funding 7 LTD
Anchorage Credit Funding 8 LTD
Anchorage Credit Funding 9 LTD
Antora Peak Credit Opportunities Fund LP
Antora Peak SPV Holdings LLC
Apex Credit Partners LLC FD
Apidos CLO X
Apidos CLO XI
Apidos CLO XII
Apidos CLO XV
Apidos CLO XVIII R
Apidos CLO XX
Apidos CLO XXI
Apidos CLO XXII
Apidos CLO XXIII
Apidos CLO XXIV
Apidos CLO XXIX
Apidos CLO XXV
Apidos CLO XXVI
Apidos CLO XXVII
Apidos CLO XXVIII
Apidos CLO XXX
Apidos CLO XXXI
Apidos CLO XXXII
Bell Atlantic Master Trust by Credit Value
Partners
Bank of America Merrill Lynch

| | |
|---|--|
| Canadian Fixed Income Pool | Lord Abbett Floating Rate Senior Loan Fund Ltd |
| Catamaran CLO 2013 1 Ltd | Lord Abbett High Yield Core Trust II |
| Catamaran CLO 2014 1 Ltd | Lord Abbett Investment Trust High Yield Fund |
| Catamaran CLO 2015 1 Ltd | Lord Abbett Investment Trust |
| Cede & Co. | Lord Abbett Floating Rate Fund |
| CI Income Fund | Lord Abbett Passport Portfolio |
| CI US Income US Pool | Lord Abbett Global High Yield Fund |
| Citibank NA | Lord Abbett Passport Portfolio PLC |
| Commander Navy Installations Command Retirement Trust | Lord Abbett High Yield Fund |
| Corbin Erisa Opportunity Fund Ltd | MAN GLG US CLO 2018 1 LTD |
| Credit Value Master Fund IV A1 LP | MAN GLG US CLO 2018 2 LTD |
| Credit Value Master Fund IV B LP | Marble Ridge Master Fund LP |
| CVC Credit Partners Global Yield Master LP | MBD 1 LTD |
| Deutsche Bank AG Cayman Islands | Melody Special Opportunities Master Fund LP |
| DWS Floating Rate Fund | Merrill Lynch, Pierce, Fenner & Smith Incorporated |
| ECP CLO | Midtown Acquisitions LP |
| Fengenco BV2 Qualified NDT | Mizuho Corporate Bank, Ltd. |
| Fengenco Perry 1 Qualified NDT | Mizuho Securities |
| Flagship CLO VIII Ltd | Morgan Stanley |
| Flagship VII Limited | NHB Bank of America Distressed Trade |
| FS Global Credit Opportunities Fund | Nomura Global Manager Select |
| Fyrkat Designated Activity Company | Nyliac General Credit Value Partners |
| BofA | P Gracie Ltd |
| Goldman Sachs Bank USA | PCI Fund LLC |
| Goldman, Sachs & Co. | Public Service New Mexico |
| Green Equity Investors Side V, L.P. | Rapax OC Master Fund Ltd |
| Green Equity Investors V, L.P. | Redwood Master Fund Ltd |
| Gracie Alpha Core Master Fund LP | Renaissance US Dollar Corporate Bond Fund |
| Gracie Credit Opportunities Master Fund LP | Saranac CLO III Limited |
| GSO Credit Alpha II Trading Cayman | Saranac CLO VII Limited |
| GSO Credit Alpha Diversified Alternatives LP | Serengeti Multi Series Master LLC |
| GSO Credit Alpha Trading Cayman LP | Silvermore CLO Ltd |
| Guidewell Group Inc. | Sticht Berdjfstakpens VH Beroepvervoer |
| Health Options Inc. | Sumitomo Mitsui Banking Corporation |
| HSBC Bank PLC | SunTrust Bank |
| HSBC Bank USA, National Association | SunTrust Robinson Humphrey |
| IAM National Pension Fund | TD Bank, N.A. |
| IG Putnam US High Yield Income Fund | Teachers Retirement System of Kentucky |
| III Term Credit Hub Fund Ltd | TPG Capital BD, LLC |
| JFIN CLO 2014 Ltd | TPG Capital, L.P. |
| JPMorgan Chase Bank, N.A. | TRS Oak II Ltd |
| Kentucky Teachers Retirement System | Venture 35 CLO Ltd |
| Insurance Trust Fund MEI | Venture VI CDO Limited |
| Leonard Green & Partners, L.P. | Venture XII CDO Limited |
| LGP Chino Coinvest LLC / | Venture XIII CDO Limited |
| Libremax Master Fund Ltd | Venture XIV CDO Limited |
| Libremax OC Master Fund Ltd | Venture XIX CDO Limited |
| Logan Circle Partners Funds PLC Multi Sector | Venture XV CDO Limited |
| Fixed Income Fund | Venture XVI CDO Limited |
| Lord Abbett Bank Loan Trust | Venture XVII CDO Limited |
| Lord Abbett Credit Opportunities Fund | |

Venture XVIII CDO Limited
Venture XX CDO Limited
Venture XXI CDO Limited
Venture XXII CDO Limited
Venture XX CDO Limited
Voya CLO 2012 4 LTD
Voya CLO 2013 1 LTD
Voya CLO 2013 2 LTD
Voya CLO 2013 3 LTD
Voya CLO 2014 1 LTD
Voya CLO 2014 1 LTD
Voya CLO 2014 2 LTD
Voya CLO 2014 3 LTD
Voya CLO 2014 4 LTD
Voya CLO 2015 1 LTD
U.S. Bank National Association
Wells Fargo Bank, National Association
Wells Fargo Capital Finance, LLC
Wells Fargo Securities, LLC
Wilmington Savings Fund Society, FSB

ABL Lenders

Bank of America, N.A.
Goldman Sachs Bank USA
HSBC Bank USA, National Association
MUFG Union Bank, N.A.
TD Bank, N.A.
U.S. Bank National Association
Wells Fargo Bank, National Association

Litigation Counterparties/Litigation Pending
Lawsuits (includes threatened litigation)

Ahmed Kamal
Aine Fisico
Anita Parker
B.H., by Her Mother and Natural Guardian,
Perele Horowitz
Carolyn C. Rice
Ceaira K. Watkins
Center for Environmental Health
Craig Reality Group-Silverthorne, LLC
Eastview Mall, LLC
Eaton Vance Management & Highland Capital
Management LP
Eaton Vance Management
Elizabeth Ray
Fanny Fernandez
Highland Capital Management and certain
affiliated funds
Himelda Mendez
Hope Elly
Jennifer K. Briggs

Maisie J. Bordini
Manuel Mejia
NYC Consumer Affairs
OK City Outlets, LLC
Peterson Puritan, Inc. Superfund Site
Safeway Industries, Inc. a/k/a Safeway
Wrecking Corp.
Shefali Algoo
The Great Incorporated
Wesley N. Martin

Non-Debtors Professionals

Latham & Watkins LLP
Milbank LLP
Paul, Weiss, Rifkind, Wharton & Garrison LLP
Whiteford, Taylor & Preston, LLP
PJT Partners
Ropes & Gray LLP
Tavener & Beran, PLC

Ordinary Course Professionals

Akin Gump Strauss Hauer & Feld LLP
Allure Sourcing Ltd
Aon Risk Services Northeast Inc.
Automatic Data Processing
Baker and McKenzie LLP
Bortstein Legal LLC
Conn Maciel
Cowan Leibowitz & Latman PC
Daryani
Deloitte Consulting LLP
Deloitte Tax LLP
Denittis Osefchen Prince PC
Dentons LLP
DLA Piper
Epstein Becker
FTI Consulting Inc.
FTPA
JND Legal Administration
Keane
Kirkland & Ellis LLP
Krugliak, Wilkins
Littler
Luen Thai Overseas Macao Commercial
Overseas Company Ltd.
McKinsey & Company Inc.
Morrison Cohen LLP
Perkins Coie
Perlman & Perlman
Ropes & Gray
Ryan LLC
Sage Law Group

Sedgwick Claims Management Services
Sidley Austin LLP
Taylor Vinters

Other Secured Parties (letters of credit/ issuers
of letters of credit)

HSBC Bank USA, N.A.
MUFG Bank, Ltd.

Regulatory and Government (federal, state, and
local)

Internal Revenue Service (the)
United States Attorney's Office for the District
of Virginia (the)
Securities and Exchange Commission (the)
Consumer Protection Division
Moody's Investors Service, Inc.

State Consumer Protection Authorities

State of Alabama Consumer Protection Division
State of Arizona Consumer Information and
Complaints
State of Arkansas Consumer Protection Division
State of California Consumer Information
Division
State of Colorado Consumer Protection Section
State of Connecticut Consumer Protection
Division
State of Delaware Consumer Protection Division
District of Columbia Consumer Protection
Division
State of Florida Consumer Protection Division
State of Georgia Consumer Protection Division
State of Hawaii Consumer Protection Division
State of Idaho Consumer Protection Division
State of Illinois Consumer Fraud Bureau
State of Indiana Consumer Protection Division
State of Iowa Consumer Protection Division
State of Kansas Consumer Protection Division
State of Kentucky Consumer Protection Division
State of Louisiana Consumer Protection Section
State of Maine Consumer Protection Division
State of Maryland Consumer Protection Division
Commonwealth of Massachusetts Consumer
Protection Division
State of Michigan Consumer Protection Division
State of Minnesota Consumer Services Division
State of Mississippi Consumer Protection Unit
State of Missouri Consumer Protection Unit
State of Nebraska Consumer Protection Division
State of Nevada Consumer Protection Division

State of New Hampshire Consumer Protection
and Antitrust Bureau
State of New Jersey Consumer Affairs Division
State of New Mexico Consumer Protection
Division
State of New York Consumer Protection
Division
State of North Carolina Consumer Protection
Division
State of Ohio Consumer Protection Section
State of Oklahoma Consumer Protection
Division
State of Oregon Financial Fraud/Consumer
Protection Section
State of Pennsylvania Bureau of Consumer
Protection
State of Rhode Island Consumer Protection
Division
State of South Carolina Consumer Protection
Division
State of Tennessee Consumer Affairs Division
State of Texas Consumer Protection Division
State of Utah Consumer Protection Division
State of Vermont Consumer Protection Division
State of Virginia Consumer Protection Section
State of Washington Consumer Protection
Division
State of Wisconsin Consumer Protection
Division

Significant Competitors

Abercrombie & Fitch Co.
American Eagle Outfitters, Inc.
Ascena Retail Group, Inc.
Chico's FAS, Inc.
The Gap, Inc.
Guess, Inc.
L Brands, Inc.
Capri Holdings, Ltd.
Nordstrom, Inc.
Ralph Lauren Corp.
Tapestry, Inc.
Under Armour, Inc.
Urban Outfitters, Inc.

Significant Shareholders

Anchorage Advisors Management, L.L.C.
Anchorage Capital Group, L.L.C.
Anchorage Capital Master Offshore Ltd
Anchorage Offshore
Blackstone Group Management L.L.C.
Blackstone Holdings I L.P.

Blackstone Holdings I/II GP Inc.
Blackstone Holdings II L.P.
GEI Capital V, LLC
Goldman Sachs & Co.
Goldman Sachs & Co. LLC
Green Equity Investors Side V, L.P.
Green Equity Investors V, L.P.
GSO Advisor Holdings L.L.C.
GSO Aiguille Des Grands Montets Fund I LP
GSO Aiguille Des Grands Montets Fund II LP
GSO Aiguille Des Grands Montets Fund III LP
GSO Capital Partners LP
GSO Churchill Partners LP
GSO Credit Alpha Trading (Cayman) LP
GSO Credit-A Partners LP
GSO Harrington Credit Alpha Fund (Cayman) LP
Leonard Green & Partners, L.P. and affiliates
LGP Associates V LLC
LGP Chino Coinvest LLC
Millard S. Drexler
PCI Fund LLC
Peridot Coinvest Manager LLC
The 2012 Drexler Family GST Trust f/b/o Alexander Drexler
The 2012 Drexler Family GST Trust f/b/o Katherine Drexler
The Blackstone Group L.P.
The Drexler 2008 Family Trust f/b/o Alexander Fischman Drexler
The Drexler 2008 Family Trust f/b/o Katherine Elizabeth Fischman Drexler
The Drexler 2014 Family Trust No. 2 f/b/o Katherine Elizabeth Fischman Drexler
The Drexler Family Revocable Trust
The Goldman Sachs Group, Inc.
TPG Capital, L.P. and affiliates
TPG Chinos, L.P.

Sponsors

Green Equity Investors Side V, L.P.
Green Equity Investors V, L.P.
Leonard Green & Partners, L.P.
LGP Chino Co-Invest LLC
TPG Capital, L.P.
TPG Capital, LP
TPG Chinos Co-Invest, L.P.

Taxing Authorities

Federal Taxing Authorities

Internal Revenue Service (the)

Local Taxing Authorities

Asheville, North Carolina
Lynchburg, Virginia
NYC Department of Finance

State Taxing Authorities

Alabama Department of Revenue
Arizona Department of Revenue
Arkansas Department of Finance and Administration
California State Board of Equalization
Colorado Department of Revenue
Connecticut Department of Revenue Services
Delaware Division of Revenue
District of Columbia Consumer Protection Division
Florida Department of Revenue
Georgia Department of Revenue
Hawaii Department of Taxation
Idaho State Taxation Commission
Illinois Department of Revenue
Indiana Department of Revenue
Iowa Department of Revenue and Finance
Kansas Department of Revenue
Kentucky Department of Revenue
Louisiana Department of Revenue
Maine Revenue Services
Maryland State Comptroller
Massachusetts Department of Revenue
Michigan Department of Treasury
Minnesota Department of Revenue
Mississippi Department of Revenue
Missouri Department of Revenue
Nebraska Department of Revenue
Nevada Tax Commission
New Hampshire Department of Revenue Administration Unit
New Jersey Division of Taxation
New Mexico Taxation and Revenue Department
New York Department of Taxation & Finance
North Carolina Department of Revenue
Ohio Department of Taxation
Oklahoma Tax Commission
Oregon Department of Revenue
Pennsylvania Department of Revenue
Rhode Island Department of Revenue
South Carolina Internal Revenue Service

Tennessee Revenue Services
Texas Comptroller Office
Utah State Tax Commission
Vermont Department of Taxes
Virginia Department of Taxation
Washington Department of Revenue
Wisconsin Department of Revenue

Top 100 Unsecured Creditors

Addmerit International Limited
Adidas Sales Inc.
ADS Alliance Data Systems Inc.
AK Sourcing Limited
Alliance Store Fixtures Inc.
Aquarelle Clothing Limited
Arvind Limited
Bank of America
BBase IDG Limited
Brighttime International Limited
Carolina Logistic Services LLC
Cass Information System Inc.
Centex Fabrics Export Unit
Chin Ho Knitting Factory Ltd
China Ting Garment Mfg. (Group)
Chinamine Trading Limited
Circa of America LLC
Color-X Inc.
Construction One Inc.
Cosmic Gear Limited
D and J International Limited
Dalian Moda Fashion Co. Ltd
Dalian Yangerte Garment
Datapipe Inc.
David Nice Builders Inc.
Delta Bogart Lingerie Ltd.
Designer Plus SRL Unipersonale
Dragon Yu Bag MFG Co. Ltd.
Fashion Accessories
Federal Merchandising Inc.
First Glory Limited
Flo-Tech LLC
Fortune Cathay Trading Limited
Gaurav International
Global Shoes SARL
H Kuntzler Industria DE
Hana Financial Inc.
Hing Shing Looping Manufacturing
Hoi Meng Sourcing
Hongkong Sales Ltd.
Int SA
ISP Painting Inc.
Jade Knitting & Garment Factory

Jiing Sheng Knitting Co. Ltd.
Kepler Group LLC
Knit Sources International Ltd.
KNT Limited
KPMG LLP
Kyung Seung Co. Ltd.
Luen Thai Overseas Macao
Luen Thai Overseas Macao Commercial
Overseas Company Ltd.
M&V Macao Comm Off Ltd.
Man Yan Garment Textiles Co. Ltd.
Manchu Times Fashion Limited
Manhattan Associates Inc.
Mavacon USA LLC
MGF Sourcing US LLC
Nam Dinh Garment Joint Stock Co.
New Balance Athletic Shoe Inc.
New Fashion Products Inc.
New Tex Co. Ltd.
Noble Industry Co. Ltd.
Ocean Fast International Ltd.
Ody Accessories
Ones Company Ltd.
Oracle America
Pan Pacific Co. Ltd.
Paqueta Calcados Ltda.
Parawin Industries Limited
PMG Worldwide LLC
Pro Sports Giao Thuy JSC
Profits Fund Fashion
R K Industries IV
Rackspace US Inc.
Rexel Inc.
RGM Fashion Ltd.
Richa Global Exports Pvt Ltd.
Riches Galore Ltd.
Rio Apparel HK Ltd.
Saitex International Dong Nai
Salesforce.com Inc.
Shun Seng Hop Yick Company Ltd.
South Pacific Fashions Ltd.
Sterling Apparel Ltd.
Style Fashion Trading Limited
Superl Holdings Limited
Suy Co. Ltd.
Tainan Enterprises Co. Ltd.
Texma International Co. Ltd.
Tien-Hu Trading (Hong Kong) Ltd.
United Infinite Corp Taiwan Branch
United Textile Inc. Taiwan Branch
Universal E Business Solutions LLC
UPS

US Apparel & Textiles Pvt. Ltd.
Vans
Victory International Inc.
WHL Sourcing & Manufacturing Ltd.
Winner Step Corp Ltd.
Woojin Industries Ltd.
Zhejiang Fortune Apparel Co. Ltd.

Top 30 Unsecured Creditors (attached to petition)

Aquarelle Clothing Limited
China Ting Garment Mfg. (Group)
Cosmic Gear Limited
D and J International Limited
Deloitte Consulting
Deloitte Tax LLP
Eaton Vance Management c/o Brown Rudnick LLP
Fashion Accessories
First Glory Limited
Gaurav International
Hing Shing Looping Manufacturing
Hoi Meng Sourcing
KNT Limited
Kyung Seung Co Ltd.
Luen Thai Overseas Macao
Manchu Times Fashion Limited
Pan Pacific Co .Ltd.
Pro Sports Giao Thuy JSC
R K Industries IV
RGM Fashion Ltd.
Rio Apparel HK Ltd.
Saitex International Dong Nai
Sterling Apparel Ltd.
Suy Co. Ltd.
Texma International Co. Ltd.
Tien-Hu Trading (Hong Kong) Ltd
United Infinite Corp Taiwan Branch
UPS
Victory International Inc.
Wilmington Savings Fund Society, FSB

UCC Lien Search Results

Bank of America, N .A.
Canon Financial Services, Inc.
CCA Financial LLC
Noreast Capital Corporation
Raymond Leasing Corporation
U.S. Bank National Association
Wilmington Savings Fund Society, FSB

United States Trustee and Staff for the Eastern District Virginia Richmond Division

John P. Fitzgerald III, Acting United States Trustee
Kenneth N. Whitehurst, III, Assistant United States Trustee
Cecelia A. Weschler
Harry W. Acevedo
Ilene M. Sims
Jack I. Frankel
Jay W. Legum
Joseph Guzinski
June E. Turner
Kathryn R. Montgomery
Margaret Bloom
Mark E. Steven
Martha J. Watson
Nicholas S. Herron
Paula F. Blades
Peggy T. Flinchum
Shannon F. Pecoraro
Sheryl D. Wilson
Theresa E. McPherson

Utility Providers/Utility Brokers

23 Cobb Island Drive Llc
30 East 85th Street Co.
3700 Mckinney Master Condo Associ
A/R Retail LLC
Abes Trash Service, Inc
ACC Water Business
Action Environmental Services
AHC Washtenaw, LLC
Alabama Power
All States Easton Services
All States Mall Services II
All States Services
Allstream Business Inc
Alpha Waste Industries
Ameren Illinois
Ameren Missouri
Anytime Waste Systems
Apex Billing Solutions
Appalachian Power
APS
Aquarion Water Company of CT
Aquarion Water Company of MA
Asheville Outlets
AT&T
Athens Services
Atlantic City Associates LLC Number 2
Atlantic City Electric

| | |
|-------------------------------------|--|
| Atmos Energy | City Of Pasadena, CA |
| ATT Glob Netw Svcs Hong Kong Ltd | City Of Philadelphia - Water Revenue, PA |
| ATT Global Netw Svcs France SAS | City Of Roseville, CA |
| ATT Global Network Svcs UK BV | City Of Santa Monica, CA |
| ATT Global Services Canada CO | City Of Seattle/Seattle City Light |
| ATT Mobility | City Of Tulsa Utilities |
| AW Billing Service LLC | City Of Winston-Salem, NC |
| Baldwin EMC | Classic Recycling New York Corp |
| Bell Canada, Inc. | Clp-Spf Rookwood Commons, LLC |
| Berkshire Gas Company | Columbia Gas Of Kentucky |
| BGE | Columbia Gas Of Massachusetts |
| BJW Realty LLC | Columbia Gas Of Ohio |
| Black Hills Energy | Columbia Gas Of Virginia |
| Blue Ridge Electric/NC | Com Ed |
| Bluebonnet Electric Cooperative | Comcast |
| Board Of Public Works-Gaffney, SC | Con Edison |
| Boro Wide Recycling - NY | Connecticut Natural Gas Corp (CNG) |
| Borough Of Park Ridge, NJ | Conservice |
| BP Environmental Service, Inc | Consolidated Communications |
| BPP East Union LLC | Constellation Newenergy |
| Braintree Electric Light Department | Constellation Newenergy Inc |
| BRASK MALL SERVICES | Consumers Energy |
| BRASK MALL SERVICES I | Corporate Services Consultants, LLC |
| BRASK MALL SERVICES II | Coserv |
| Bright House Networks | County Waste |
| Caprock Waste - District 5114 | COX Business |
| Casella Waste Services | CP Commercial Delaware LLC |
| Centerpoint Energy | CPBP-VII Associates, LP |
| Centerpoint Energy Minnegasco | CPS Energy |
| Central Hudson Gas & Electric CO | CPT Louisville I, LLC |
| Central Maine Power (CMP) | Crestview Hills Town Center LLC |
| Centurylink | Cwpm, LLC |
| CH Realty Vii/R Nova Promenade LLC | D & D carting co. Inc |
| Charleston Water System | DC Water And Sewer Authority |
| Charter Communications | DDR Deer Park Town Center, LLC |
| Citizens Energy Group | Dead River Company |
| City Carting & Recycling | Deer Park Enterprises, LLC |
| City Creek Center Assoc. LLC | Delmarva Power |
| City Of Ann Arbor Treasurer, MI | Direct Energy |
| City Of Asheville, NC | Dominion Energy |
| City Of Austin, TX | Dominion Energy North Carolina |
| City Of Boca Raton, FL | Dominion Energy Ohio |
| City Of Charlotte, NC | Dominion Energy South Carolina |
| City Of Charlottesville, VA | Dominion VA/NC Power |
| City Of Frisco, TX | DTE Energy |
| City Of Germantown, TN | Duke Energy |
| City Of Grand Rapids, MI | Duke Energy Progress |
| City Of Houston, TX | Duquesne Light Company |
| City Of Lubbock Utilities, TX | Dynegy Energy Services |
| City Of Lynchburg, VA | E.J. Harrison & Sons Inc. |
| City Of Miami Beach, FL | East Richland Co. P. S. D. |
| City Of Palo Alto Utilities, CA | Easton Town Center II, LLC |

Easton Town Center, LLC
Eatel
El Paso Disposal
El Paso Electric
Elizabethtown Gas
Empire Stores
Entergy Arkansas, Inc.
Entergy Gulf States La, LLC
Entergy louisiana, inc.
Entergy mississippi, inc.
Entergy New Orleans
Entergy texas, inc.
EPB - Electric Power Board-Chattanooga
ERY Retail Podium Llc
Eugene Water & Electric Board (EWEB)
Evergy KS MO Metro MO West
Eversource Energy
Fairfax Company of Virginia LLC
Fairpoint Communications Inc
Finocchio Brothers Sanitation, Inc.
Flagg Creek Water Reclamation District
Florida Power & Light Company (FPL)
Fort Collins Utilities
Frit San Jose Town & Country
Frit-Assembly Row
Frontier Communications
Georgia Power
Gila River Telecom Inc
Grande Communications
Granite Telecommunications
Green Mountain Power Corporation
Green Waste Mall Services
Gulf Power
Harbor East Parcel D Retail 2 LLC
Hargray
Hawaiian Electric Company (HECO)
Hawaiian Telecom
Hingham Municipal Lighting Plant
Horry Telephone Cooperative
Hotwire Business Solutions
Idaho Power
IEM Group Inc
Illinois Power Marketing
IMI Grand Prairie LLC
Imi Msw LLC
Indian River County Utilities, FL
Indianapolis Power & Light (IPL)
Intermountain Gas Company
Intermountain Rural Electric Association
Jackson Electric Membership Corp, GA
Jamaica Ash & Rubbish Removal Co.
Jamestown Premier Georgetown Park Corp

Jefferson Parish, LA
Jersey Central Power & Light
Johns disposal service, inc.
Johns Refuse Removal, Inc.
JRM Hauling & Recycling
Kansas City Board Of Public Utilities
Kansas Gas Service
Kentucky American Water Company
Keter Environmental Services, Inc
KMO-361 Realty Associates LLC
KUB-Knoxville Utilities Board
KU-Kentucky Utilities Company
L#-3423 N. Southport
Lafayette Utilities Systems (Lus)
Legacy West Investors
Lehi City Corporation
Lexington-Fayette Urban County Govt
LG&E - Louisville Gas & Electric
Liberty Place Retail Associates L.P.
Liberty Utilities - NH
Little Rock Development Company LLC
Los Angeles Dept of Water & Power
Madison Gas and Electric, WI
Manhasset-Lakeville Water District
Market Street Retail South LLC
MCP Shoppes at English Village
Memphis Light, Gas & Water Division
Mesa Water District
Metro Water Services TN
Miami-Dade Water and Sewer Dept
Mickey's Carting Corp
Midway CC Venture I, LP
Mishawaka Utilities, In
Mississippi Power
Montanari Fuel Service
Mount Pleasant Waterworks, SC
MPD Corp
Nashville Electric Service
National Fuel
National Grid
National Grid - Brooklyn
National Grid - Hicksville
National Grid - Massachusetts
National Grid - New York
National Grid - Newark
National Grid - Rhode Island
National Waste Services LLC
Ned Little Rock LLC
New Hampshire electric cooperative, inc.
New Jersey American Water Company
Nicor Gas

NIPSCO - Northern Indiana Public Serv Co
NJNG
North 6th Street Realty LLC
North Shore Gas
Northern Virginia Electric Cooperative
Northpark Partners LP
NV Energy
NW Natural
NYC Water Board
NYSEG-New York State Electric & Gas
Oak Leaf Property Mgmt LLC
OG&E -Oklahoma Gas & Electric Service
Ohio Edison
Oklahoma Natural Gas Co: Kansas City
Olympic II MALL Services
Olympic IV Mall Services
Olympic Mall Services
Omaha Public Power District
Onepoint technologies, inc.
Orange and Rockland Utilities (O&R)
Orlando Utilities Commission
OTIS Collins Trash & Container Service
Pacific Gas & Electric
Pacific Power-Rocky Mountain Power
Palm Beach Outlets I LLC
Palmetto Electric Coop
PDC Services Inc
Peabody Municipal Light Plant
PECO
Pellitteri Waste Systems
Pembroke Square Associates
Penn Power
Peoples
Peoples Gas
PEPCO (Potomac Electric Power Company)
Piedmont Natural Gas
Pine Tree Waste 36
PNM
Polaris Energy Services
Portland General Electric (PGE)
Potomac Edison
PPL Electric Utilities/Allentown
PR Plymouth Meeting Mall LP
PR Woodland Limited Partnership
Precision Waste Solutions, L.L.C.
Professional Building Maintenance LLC
PSE&G-Public Service Elec & Gas Co
PSEGLI
Public Service Company of Oklahoma
Puget Sound Energy
Quest Resource Mgmt Group LLC
RCPI Landmark Properties, LLC

Reliant Energy Solutions
Republic Services
Republic Services #323
Republic Services #411
Republic Services #695
Republic Services #710
Republic Services #798
Republic Services #923
RG&E - Rochester Gas & Electric
Rogers Telecom INC
Roosevelt Field WD
Ross Township, PA
Roy Strom Refuse Removal Service, Inc.
Rpai Southwest Management LLC
Rws Facility Services
Salish Networks Inc
Salt River Project
San Diego Gas & Electric
Sandpiper Energy Inc
Santee Cooper
Sawnee EMC
Scana Energy
Settlers' R1, Inc.
Sevier County Electric System
Sevier County Utility District (SCUD)
Shaw Cable
Shelby Energy Cooperative, Inc/KY
Short Hills Associates
Smartone
SMUD
Snohomish County Pud
Somerset Collection Ltd Ptr
South Huntington Water District
South Jersey Gas Company
South Walton Utility Co.
Southern California Edison
Southern California Gas (The Gas Co.)
Southern Connecticut Gas (SCG)
Spectrum Business
Spire/Birmingham
Spire/St Louis
Spitfire
Studebaker Submetering, Inc
Suburban Propane
Suez Water New Jersey
SWG - Southwest Gas Corporation
Tampa Westshore Associates LP
Tanger National Harbor LLC
Tanger Outlet Centers, INC.
Tanger Properties Ltd. Partnership
Tangoe US Inc.
Taubman Auburn Hills Associates LP

Taubman-Cherry Creek Cntr LLC
TD Corporate Centre
TECO Tampa Electric Company
Telus
Tenleytown Trash
Texas Gas Service
The Americana at Brand, LLC
The Gate at Manhasset
The Greene
The Grove Fee Owner LLC
The Illuminating Company
TOG
Town of Burlington, MA
Town of Longmeadow, MA
Town of Smithfield, NC
UGI Utilities Inc
United Illuminating Company
Unitil Me Gas Operations
Universal Environmental Consulting, Inc.
Utility Billing Solutions, LLC
Utilivisor
Vectren Energy Delivery
Veracity Network
Verizon
Verizon Business
Verizon Wireless
Village of Birch Run, MI
Village of Oak Brook, IL
Virginia Natural Gas
Vodafone House
Vornado Office Management LLC, NY
Washington Gas
Waste Connections of Florida - Dist 6410
Waste Management
Waste Xpress-Trash Disposal & Recycling
WC of Texas - Austin - District 5151
WCA Waste Systems Inc
WE Energies/Wisconsin Electric/Gas
West Unified Communications
West View Water Authority
Western Office Portfolio Owner LLC 1505
Westport Downtown Merchants Association
WFP Retail CO LP
Windstream
Winters bros. Hauling of LI, LLC
XCEL Energy

Vendors/Suppliers

Accutech Packaging Inc.
Adecco Employment Services
Adobe Systems Inc.
Akamai Technologies Inc.

American Express Travel
AND Agency LLC
Anybill Financial Serv. Inc.
Arsenal Communications Inc.
Asia Master International Ltd.
Beijin Jishide Textile Co. Ltd.
Bellevue Square Association Inc.
Bounce Exchange Inc.
Calcados Malu LTDA
Capgemini America Inc.
Cardlytics Inc.
Career Group Inc.
Cass Information Systems
Crossmark Graphics
Cyber Source
Dae Jee Metal Co. Ltd.
Dell Marketing LP
DH FTN Co. Ltd.
Dohzhen Co. Limited
Dragon Luck Limited
Dugan Building Company Inc.
Elite Investigations Ltd.
Elwood Staffing Services Inc.
Empire Office Inc.
Envisage Group
Esella Trading Private Ltd.
Esquel Enterprises Ltd.
Experian Marketing Solutions
Fifth Avenue of L I Realty Association
Floor Ready Services Inc.
Formostar Garment Co. Ltd.
Fry Wagner Moving and Storage
Futurite International Co. Ltd.
Georgia Pacific Corrugated LLC
Ghim Li Global Pte. Ltd.
Global Facility Management and Construction
HCL America Solutions Inc.
HCL Technologies Corporate
HMR Jewelry Co. Ltd.
Hong Kong HMR Trading Co. Ltd.
Illume Holding Company LLC
Infinity Blue Trading HK Ltd.
Inmar Supply Chain Solutions
Interfab Shirt Manufacturing
Intex
JBC Connect CA LLC
Jiangsu Sanhe Shoe & Garments
Komar Intimates LLC
Kyungwon Trading Corporation
Landmark Retail Corp.
Lennox National Account Service
LF Centennial Pte. Ltd.

Lih Shyuan Enterprises Co. Ltd.
Mall at Chestnut Hill LLC
Mane Enterprises Inc.
MC Construction Management Inc.
Merit Tat International Limited
Neo Haijoo Co. Ltd.
NHT Fashions Ltd.
NST Apparel International Corp.
Orient Craft Ltd.
Orient International Holding
PBMS
Purgo Jewelry HK Co.
RG Life Style Pvt. Ltd.
Ropa Siete Leguas Inc.
Ruggles Sign
SAP Industries Inc.
Schwarz Paper Company
SDG Fashion Mall LP
Shanghai Broadway International Trading
Skillnet Solutions Inc.
Sperry Top Sider
Sung Hwa Trading C.o Ltd.
Tai Nan Textiles Limited
Talisman Ltd.
Tampa Westshore Associates
Taubman Cherry Creek Shopping
Techolution LLC
The Civil Engineers Ltd.
The Pack America Corp.
Thomas L Cardella & Associates
Tung Hang Handbag Factory Ltd.
Union Rainbow Ind. Co. Ltd.
United States Postal Service
UPS
VCO Apparel Trading
Visionland Co. Ltd.
W Services Group LLC
Willis of New York Inc.
Worksmith Inc.
World Textile Sourcing Inc.
Zhejiang Jinhua Huatai

Other Parties in Interest / Notice of Appearance

Parties

Amerishop Suburban, L.P
Tarrant County (TX)
Dallas County (TX)

EXHIBIT B

Declaration of Committee Co-Chair

Robert J. Feinstein, Esq. (admitted *pro hac vice*)
Bradford J. Sandler, Esq. (admitted *pro hac vice*)
Shirley S. Cho, Esq. (admitted *pro hac vice*)
PACHULSKI STANG ZIEHL & JONES LLP
780 Third Avenue, 34th Floor
New York, NY 10017-2024
Telephone: (212) 561-7700
Facsimile: (212) 561-7777
Email: rfeinstein@pszjlaw.com
bsandler@pszjlaw.com
scho@pszjlaw.com

Robert S. Westermann (VSB No. 43294)
HIRSCHLER FLEISCHER, P.C.
The Edgeworth Building
2100 East Cary Street
Richmond, Virginia 23223
P.O. Box 500
Richmond, Virginia 23218-0500
Telephone: (804) 771-9500
Facsimile: (804) 644-0957
Email: rwestermann@hf-law.com

*Proposed Local Counsel to the Official
Committee of Unsecured Creditors*

Debra I. Grassgreen, Esq. (admitted *pro hac vice*)
PACHULSKI STANG ZIEHL & JONES LLP
150 California Street, 15th Floor
San Francisco, CA 94111-4500
Telephone: (415) 263-7000
Facsimile: (415) 263-7010
Email: dgrassgreen@pszjlaw.com

Proposed Counsel to the Official Committee of Unsecured Creditors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

| | |
|--------------------------------------|----------------------------------|
| In re: | x |
| | : Chapter 11 |
| | : |
| CHINOS HOLDINGS, INC., et al. | : Case No. 20-32181 (KLP) |
| | : |
| Debtors.¹ | : (Jointly Administered) |
| | x |

**DECLARATION OF COMMITTEE CO-CHAIR IN SUPPORT OF APPLICATION FOR
ORDER PURSUANT TO 11 U.S.C. §§ 328 AND 1103 AND FED. R. BANKR. P. 2014
AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF
PACHULSKI STANG ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF MAY 14, 2020**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are Chinos Holdings, Inc. (3834); Chinos Intermediate Holdings A, Inc. (3301); Chinos Intermediate, Inc. (3871); Chinos Intermediate Holdings B, Inc. (3244); J. Crew Group, Inc. (4486); J. Crew Operating Corp. (0930); Grace Holmes, Inc. (1409); H.F.D. No. 55, Inc. (9438); J. Crew Inc. (6360); J. Crew International, Inc. (2712); J. Crew Virginia, Inc. (5626); Madewell Inc. (8609); J. Crew Brand Holdings, LLC (7625); J. Crew Brand Intermediate, LLC (3860); J. Crew Brand, LLC (1647); J. Crew Brand Corp. (1616); J. Crew Domestic Brand, LLC (8962); and J. Crew International Brand, LLC (7471). The Debtors' corporate headquarters and service address is 225 Liberty St., New York, NY 10281.

I, RONALD TUCKER, as an authorized representative of the Committee, declare under penalty of perjury as follows:

1. I am the Vice President and Bankruptcy Counsel at Simon Properties, Inc. and its related entities ("Simon"). Simon was elected as a Co-Chair of the Official Committee of Unsecured Creditors (the "Committee") appointed in the bankruptcy cases (the "Cases") of the above-captioned debtors (collectively the "Debtors"). I am an authorized representative of the Committee and am authorized to submit this declaration (the "Declaration") in support of the *Application for Order Pursuant to 11 U.S.C §§ 328 and 1103 and Fed. R. Bankr. P. 2014 Authorizing and Approving the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of May 14, 2020* (the "Application") on behalf of the Committee.²

The Committee's Selection of PSZJ as Counsel

2. Pachulski Stang Ziehl & Jones LLP ("PSZJ" or the "Firm") is proposed to serve as counsel to the Committee. The Committee recognizes that a review process is necessary in managing counsel to ensure that bankruptcy professionals are subject to the same scrutiny and accountability as professionals in non-bankruptcy engagements. The review process utilized by the Committee here assessed potential committee counsel based on their expertise in the relevant legal issues and in similar proceedings.

3. On May 13, 2020, the United States Trustee for Region 4 (the "U.S. Trustee") appointed the Committee to represent the interests of all unsecured creditors in these Cases pursuant to section 1102 of the Bankruptcy Code. The members appointed to the Committee are: (i) Simon Properties, Inc.; (ii) First Glory Limited; (iii) United Parcel Service,

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

Inc.; (iv) Pan Pacific Co. Ltd.; and (v) Brookfield Property REIT, Inc. The *Notice of Appointment of Committee of Unsecured Creditors* [Docket No. 188] was filed on May 13, 2020

4. On May 14, 2020, the Committee voted to retain PSZJ as its counsel, subject to Court approval. In addition to PSZJ, the Committee considered several other law firms as counsel. The Committee believes that PSZJ's extensive experience in corporate reorganizations, both out-of-court and under chapter 11 of the Bankruptcy Code, makes it well qualified to represent the Committee in these Cases in an efficient and timely manner. Thus, the Committee decided to retain PSZJ as the Committee's counsel during these chapter 11 cases.

Rate Structure

5. In my capacity as Co-Chair and authorized representative of the Committee, I am responsible, along with the other committee members, for supervising counsel. PSZJ has informed the Committee that its rates are consistent between bankruptcy representations, including related transactional and litigation services. PSZJ has informed the Committee that its current hourly rates apply to non-bankruptcy services, if any, provided by the Firm, unless a contingent fee, mixed contingent fee, flat fee, or blended rate arrangement is agreed upon. The Committee has been informed that the Firm does not have different billing rates and terms for non-bankruptcy engagements.

Cost Supervision

6. The Committee will approve any prospective budget and staffing plan that may be filed by PSZJ prior to it being filed, recognizing that, in the course of a large chapter 11 case like these Cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Committee and PSZJ. The members of the Committee further recognize that it is their responsibility to closely monitor the billing practices of their counsel to ensure the fees and expenses paid by the estates remain consistent with the


Committee's expectations and the exigencies of the Cases. The Committee will continue to review the invoices that PSZJ regularly submits.

[Remainder of page intentionally left blank]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing
is true and correct to the best of my knowledge and belief.

Dated: June 4, 2020

**THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF CHINOS
HOLDINGS, INC., *et al.***



Simon Properties, Inc. and Related Entities
By: Ronald Tucker

Solely in its capacity as Co-Chair of the Official
Committee of Unsecured Creditors of Chinos
Holdings, Inc., *et al.*, and not in any other capacity

Robert J. Feinstein, Esq. (admitted *pro hac vice*)
Bradford J. Sandler, Esq. (admitted *pro hac vice*)
Shirley S. Cho, Esq. (admitted *pro hac vice*)
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*Proposed Local Counsel to the Official
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Proposed Counsel to the Official Committee of Unsecured Creditors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

CHINOS HOLDINGS, INC., et al.

Debtors.¹

x
: Chapter 11
:
: Case No. 20-32181 (KLP)
:
: (Jointly Administered)
x

**ORDER AUTHORIZING AND APPROVING THE RETENTION OF PACHULSKI
STANG ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS EFFECTIVE AS OF MAY 14, 2020**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are Chinos Holdings, Inc. (3834); Chinos Intermediate Holdings A, Inc. (3301); Chinos Intermediate, Inc. (3871); Chinos Intermediate Holdings B, Inc. (3244); J. Crew Group, Inc. (4486); J. Crew Operating Corp. (0930); Grace Holmes, Inc. (1409); H.F.D. No. 55, Inc. (9438); J. Crew Inc. (6360); J. Crew International, Inc. (2712); J. Crew Virginia, Inc. (5626); Madewell Inc. (8609); J. Crew Brand Holdings, LLC (7625); J. Crew Brand Intermediate, LLC (3860); J. Crew Brand, LLC (1647); J. Crew Brand Corp. (1616); J. Crew Domestic Brand, LLC (8962); and J. Crew International Brand, LLC (7471). The Debtors' corporate headquarters and service address is 225 Liberty St., New York, NY 10281.

Upon consideration of the *Application for Order Pursuant to 11 U.S.C. §§ 328 and 1103 and Fed. R. Bankr. P. 2014 Authorizing and Approving the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of May 14, 2020* (the “Application”);² and upon consideration of the Declarations of Bradford J. Sandler and the Committee Co-Chair filed in support of the Application; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated July 10, 1984; and the Court having the power to enter a final order consistent with Article III of the United States Constitution; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Application is in the best interests of the Debtors’ estates, its creditors and other parties-in-interest; and the Committee having provided adequate and appropriate notice of the Application under the circumstances; and after due deliberation and good and sufficient cause appearing therefor; and it appearing to the Court that the Application should be approved,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The Official Committee of Unsecured Creditors (the “Committee”) is hereby authorized to retain and employ PSZJ as counsel to the Committee effective as of May 14, 2020.
3. PSZJ shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors’ chapter 11 cases in

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, and any other applicable procedures and orders of the Court.

4. PSZJ is authorized to render professional services to the Committee as described in the Application. PSZJ shall make reasonable efforts to avoid unnecessary duplication of services provided by any of the Committee's other retained professionals in these Cases.

5. PSZJ shall provide ten (10) business days' notice to the Debtors and the U.S. Trustee before any increases in the rates set forth in the Application or Sandler Declaration and shall file such notice with the Court.

6. The Committee and PSZJ are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2020
Richmond, Virginia

HONORABLE KEITH L. PHILLIPS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

By: /s/ Robert S. Westermann
Counsel

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*Proposed Local Counsel to the Official Committee of
Unsecured Creditors*

-and-

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Bradford J. Sandler, Esq. (admitted *pro hac vice*)
Shirley S. Cho, Esq. (admitted *pro hac vice*)
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*Proposed Lead Counsel to the Official Committee of
Unsecured Creditors*

Seen and agreed:

/s/ draft (signature authorized)

Kenneth N. Whitehurst, III, Esq.
OFFICE OF THE UNITED STATES TRUSTEE
701 East Broad Street
Suite 4304
Richmond, Virginia 23219

Office of the U.S. Trustee

**CERTIFICATION OF ENDORSEMENT
UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/

Counsel